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October 19, 2000

Taledia Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 700
Washington D.C. 20423

RECORDATION NO. 23177 FILED

OCT 20 00

4-34 PM

SURFACE TRANSPORTATION BOARD



Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of August 17, 2000 between the following parties:

Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC
1211 Avenue of the Americas, New York, NY 10036

Lessee: ADM MILLING COMPANY
8000 West 110th Street, Overland Park, KS 66210-2313

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC and Lessee: ADM MILLING COMPANY covering (40) 5230 c.f. p.d. covered hopper cars with reporting marks and numbers – **See attached listing.**

Please file this memorandum as a primary document with the Surface Transportation Board and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler
Administrator
Enclosure/sll

Schedule A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>
40	5230 c.f. p.d. covered hopper cars	CEFX 75073
		CEFX 75074
		CEFX 75075
		CEFX 75077
		CEFX 75078
		CEFX 75079
		CEFX 75081
		CEFX 75082
		CEFX 75083
		CEFX 75085
		CEFX 75089
		CEFX 75090
		CEFX 75091
		CEFX 75093
		CEFX 75094
		CEFX 75095
		CEFX 75099
		CEFX 75102
		CEFX 75105
		CEFX 75106
		CEFX 75107
		CEFX 75109
		CEFX 75110
		CEFX 75111
		CEFX 75113
		CEFX 75114
		CEFX 75117
		CEFX 75118
		CEFX 75119
		CEFX 75123
		CEFX 75126
		CEFX 75127
		CEFX 75129
		CEFX 75140
		CEFX 75144
		CEFX 75147
		CEFX 75149
		CEFX 75152
		CEFX 75157
		CEFX 75158

MEMORANDUM OF RAILCAR LEASE 2 00

4-31-PM

THIS MEMORANDUM OF RAILCAR LEASE dated as of August 17, 2000, is made by The CIT Group/Equipment Financing, Inc., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and ADM MILLING COMPANY, a Kalamazoo corporation, with an address at 8000 West 110th Street, Overland Park, KS 66210-2313 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of August 17, 2000 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: Jarvis M. Wickham
Name: Jarvis M. Wickham
Title: Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

ADM MILLING COMPANY

By: R.N. Morris
Name: R.N. Morris
Title: Managing Director of Transportation

Schedule A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>
40	5230 c.f. p.d. covered hopper cars	CEFX 75073
		CEFX 75074
		CEFX 75075
		CEFX 75077
		CEFX 75078
		CEFX 75079
		CEFX 75081
		CEFX 75082
		CEFX 75083
		CEFX 75085
		CEFX 75089
		CEFX 75090
		CEFX 75091
		CEFX 75093
		CEFX 75094
		CEFX 75095
		CEFX 75099
		CEFX 75102
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		CEFX 75106
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